

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	Chapter 11
AGILON ENERGY HOLDINGS II LLC, <i>et al.</i>	§	Case No. 21-32156 (MI)
	§	(Jointly Administered)
Debtors.¹	§	

**PORTER HEDGES LLP'S FIRST INTERIM FEE APPLICATION
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM AUGUST 3, 2021 THROUGH SEPTEMBER 30, 2021**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSBS.USCOURTS.GOV](https://ecf.txsbs.uscourts.gov) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

¹ The debtors and debtors in possession in these Chapter 11 Cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389), Case No. 21-32156; Victoria Port Power LLC (4894), Case No. 21-32157; and Victoria City Power LLC (4169), Case No. 21-32158. The Debtors' mailing address is: 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

Name of Applicant:	Porter Hedges LLP	
Applicant's Role in Case:	Conflicts Counsel for the Debtors and Debtors-in-Possession	
Docket No. of Employment Order(s):	September 9, 2021 (Doc. No. 210)	
Interim Application <input checked="" type="checkbox"/> No. 1 Final Application <input type="checkbox"/>	First Interim Application	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	August 3, 2021	September 30, 2021
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case?	(Y) Y/N	
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed?	(Y) Y/N	
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases?	(Y) Y/N	
Do expense reimbursements represent actual and necessary expenses incurred?	(Y) Y/N	
Compensation Breakdown for Time Period Covered by this Application		
Total professional fees requested in this Application:	\$195,624.50	
Total professional hours covered by this Application:	320.20	
Average hourly rate for professionals:	\$610.94	
Total paraprofessional fees requested in this Application:	\$4,513.50	
Total paraprofessional hours covered by this Application:	15.90	
Average hourly rate for paraprofessionals:	\$283.86	
Total fees requested in this Application:	\$200,138.00	
Total expense reimbursements requested in this Application:	\$5,128.95	
Total fees and expenses requested in this Application:	\$205,266.95	
Total fees and expenses awarded in all prior Applications:	N/A	
Plan Status: No plan has been filed.		
Primary Benefits: Porter Hedges LLP served as conflicts counsel to the Debtors and have worked to address issues related to Ryan Castleman and entities that he controls or has an interest in.		

Dated: Houston, Texas
October 20, 2021

Respectfully submitted,

PORTER HEDGES LLP

By: /s/ Joshua W. Wolfshohl
Joshua W. Wolfshohl (TX Bar No. 24038592)
M. Shane Johnson (TX Bar No. 24083263)
Megan Young-John (TX Bar No. 24088700)
1000 Main Street, 36th Floor
Houston, TX 77002-2764
Telephone: (713) 226-6000
Facsimile: (713) 226-6248
Email: jwolfshohl@porterhedges.com
Email: sjohnson@porterhedges.com
Email: myoung-john@porterhedges.com

Conflicts Counsel for the Debtors and Debtors in Possession

MONTHLY INVOICES

AUGUST 3, 2021 – SEPTEMBER 30, 2021

PORTER HEDGES LLP

A REGISTERED LIMITED LIABILITY PARTNERSHIP

DEPT. 510
P.O. BOX 4346
HOUSTON, TEXAS 77210-4346

TELEPHONE (713) 226-6000
TELECOPIER (713) 228-1331

Page 1
Inv# 525875
Date 09/07/21
017125-0001
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Case Administration

Invoice Summary

Professional Services	\$12,080.50
Disbursements	730.17
Total Current Invoice	\$12,810.67
TOTAL AMOUNT DUE	<u>\$12,810.67</u>

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 Inv# 525875
 Date 09/07/21
 017125-0001
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/03/21	JWW	Meet with H. Smith regarding potential retention (.7); conference with E. Guffy and work on engagement letter (.3).	1.00	795.00
08/10/21	EG	Emails with J. Wolfshohl regarding case docket and ECF notifications.	0.20	50.00
08/10/21	MSJ	Review first day declaration and Schedules in preparation for meeting with E. Guffy and create issues list.	0.80	520.00
08/11/21	MNY	Attend background call with L. Guffy from Locke Lord.	0.50	262.50
08/11/21	MSJ	Telephone conference with E. Guffy regarding case background (.5); telephone conference with lenders' counsel and E. Guffy regarding case issues (1.0).	1.50	975.00
08/16/21	EG	Review docket update for upcoming hearing dates and deadlines.	0.20	50.00
08/17/21	MNY	Review and save agreements from client for file.	0.20	105.00
08/17/21	MSJ	Telephone conference with H. Smith and J. Wolfshohl regarding case issues (1.0); telephone conference with J. Wolfshohl regarding same (.2).	1.20	780.00
08/19/21	MNY	Prepare for meeting and meet with J. Wolfshohl and S. Johnson regarding general updates and strategy for reviewing co-tenancy agreements.	2.50	1,312.50
08/19/21	MSJ	Telephone conference with J. Wolfshohl and M. Young-John regarding case issues.	0.80	520.00
08/20/21	MSJ	Continue drafting case issues list based on Castleman entity agreements and Schedules and SOFAs.	1.10	715.00
08/23/21	EG	Emails regarding docket, deadlines, and hearings.	0.20	50.00

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 Date 09/07/21
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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
08/24/21	MNY	Call with J. Epstein regarding Castleman entity preliminary discussions.	0.40	210.00
08/24/21	EG	Continue reviewing the docket and pleadings for upcoming deadlines.	0.50	125.00
08/26/21	CAS	Set up ShareFile site and prepare link for S. Johnson to forward documents to opposing counsel.	0.40	118.00
08/26/21	MLW	Exchange emails with Lit Support re documents for uploading to FTP.	0.30	97.50
08/26/21	MSJ	Draft agenda and issues list for discussion with H. Smith (.9); telephone conference with H. Smith regarding case issues (1.1); telephone conference with J. Wolfshohl and M. Young-John regarding same (.2).	2.20	1,430.00
08/27/21	MSJ	Review document requests from Committee (.5); correspondence with Porter Hedges team regarding same (.3).	0.80	520.00
08/30/21	MNY	Review data room for corporate documents and circulate to PH team (.2); request and process additional corporate documents from Locke Lord (.2); prepare for and attend call with CRO and Grant Thornton teams regarding list of questions (1.1); prepare for and attend conference with S. Johnson and J. Wolfshohl regarding action items and next steps (.7).	2.20	1,155.00
08/30/21	EG	Review recent filings (.1); attention to calendar regarding docketing of deadlines (.2).	0.30	75.00

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 Date 09/07/21
 017125-0001
 JOSHUA W. WOLFHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
08/30/21	MSJ	Review Committee document requests list to discuss with H. Smith (.2); telephone conference with H. Smith regarding case issues list (1.0); e-mail summary of follow up list to Porter Hedges team (.4); telephone conference with Porter Hedges team regarding same (.5); e-mail Porter Hedges team proposed agenda for telephone conference with J. Epstein (.3).	2.40	1,560.00
08/31/21	EG	Review docket and case calendar for deadlines.	0.80	200.00
08/31/21	MSJ	E-mail Porter Hedges team updated to do list.	0.70	455.00
Total Services			21.20	\$12,080.50

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JWW Joshua W. Wolfshohl	Partner	1.00	795.00	795.00
MSJ M. Shane Johnson	Partner	11.50	650.00	7,475.00
MNY Megan N. Young-John	Associate	5.80	525.00	3,045.00
CAS Carey A. Sakert	Paralegal	0.40	295.00	118.00
EG Eliana Garfias	Paralegal	2.20	250.00	550.00
MLW Mitzie L. Webb	Paralegal	0.30	325.00	97.50

Disbursements Summary

<u>Description</u>	<u>Value</u>
Computer Assisted Legal Research	679.13
Long Distance	51.04
Total Disbursements	\$730.17

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017125-0001
JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Total This Invoice \$12,810.67

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Page 1
Inv# 525876
Date 09/07/21
017125-0003
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Asset Disposition

Invoice Summary

Professional Services	\$195.00
Disbursements	0.00
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Total Current Invoice	\$195.00
 TOTAL AMOUNT DUE	 \$195.00
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PORTER HEDGES LLP

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Inv#	525876
Date	09/07/21
	017125-0003
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/18/21	MSJ	Review draft sales timeline and e-mail J. Wolfshohl regarding same.	0.30	195.00

Total Services	0.30	\$195.00
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Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	0.30	650.00	195.00

Total Disbursements	\$0.00
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Total This Invoice	\$195.00
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Page 1
Inv# 525877
Date 09/07/21
017125-0004
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Business Operations

Invoice Summary

Professional Services	\$195.00
Disbursements	0.00
Total Current Invoice	\$195.00
TOTAL AMOUNT DUE	\$195.00

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Page 2
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 Date 09/07/21
 017125-0004
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/10/21	MSJ	Review Shell Agreements motion.	0.30	195.00
Total Services			0.30	\$195.00

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
MSJ M. Shane Johnson	Partner	0.30	650.00	195.00
Total Disbursements			\$0.00	
Total This Invoice			\$195.00	

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Page 1
Inv# 525878
Date 09/07/21
017125-0008
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Fee/Employment Applications

Invoice Summary

Professional Services	\$14,875.50
Disbursements	0.00
Total Current Invoice	\$14,875.50
TOTAL AMOUNT DUE	\$14,875.50
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	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/04/21	MSJ	Correspondence with Y. Sanders and M. Webb regarding conflicts and retention application.	0.40	260.00
08/10/21	MNY	Prepare Porter Hedges retention application.	2.10	1,102.50
08/11/21	MNY	Prepare Porter Hedges retention application and review conflicts check results.	3.60	1,890.00
08/12/21	MNY	Attention to emails regarding conflicts and accounting and update retention application.	0.60	315.00
08/12/21	JWW	Review supplement conflicts check and several communications regarding budget for fees and employment application.	0.70	556.50
08/13/21	MNY	Update retention application and conflicts check results.	2.40	1,260.00
08/16/21	MNY	Review and confirm additonal conflicts checks and disclosures (.5); update and circulate application to J. Wolfshohl and S. Johnson for review (.7); review S. Johnson updates to applicaton (.3).	1.50	787.50
08/16/21	MSJ	Review and revise draft Porter Hedges' retention application (1.3); review Tateswood Energy retention motion (.2).	1.50	975.00
08/17/21	MNY	Review comments from S. Johnson and update retention application accordingly (1.9); update documents with comments from E. Guffey (.2).	2.10	1,102.50
08/17/21	MSJ	Telephone conference with J. Wolfshohl regarding retention.	0.20	130.00

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Inv#	525878
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	017125-0008
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
08/17/21	JWW	Conference calls with M. Warner regarding PH role as conflicts counsel and issues with Lock Lord and other Debtor retentions (1.3); conference with E. Guffy regarding same and several emails and follow-up call with M. Warner regarding same (.4); conference with S. Johnson regarding scope of PH retention (.2); review PH application, declarations in support and related documents and provide comments to same (.8); emails with H. Smith and E. Guffy and review proposed changes (.2); finalize application (.1); review docket regarding stipulation on retention application (.1).	3.10	2,464.50
08/18/21	MNY	Update and attention to filing/service of Porter Hedges retention application.	1.30	682.50
08/18/21	MLW	Exchange emails with M. Young-John re finalizing PH's retention application (.3); finalize and file PH retention application (.5).	0.80	260.00
08/18/21	MSJ	Correspondence with Porter Hedges team regarding Porter Hedges retention application.	0.20	130.00
08/18/21	JWW	Several emails and conferences regarding application to employ and related matters.	1.00	795.00
08/19/21	MNY	Update and attention to filing of amended Wolfshohl declaration for Porter Hedges' retention application.	0.40	210.00
08/19/21	MLW	Receive and file J. Wolfshohl amended declaration in support of retention application.	0.20	65.00
08/19/21	JWW	Work on retention issues, revise declaration and several conferences with UCC counsel regarding same (1.2); finalize revised declaration and circulate for filing (.4).	1.60	1,272.00

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 Date 09/07/21
 017125-0008
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
08/24/21	MSJ	Telephone conference with J. Frost-Davies and P. Moak regarding same (.5); telephone conference with J. Wolfshohl regarding retention issues (.2); e-mail J. Frost-Davies and P. Moak regarding same (.1); e-mail J. Wolfshohl regarding same (.1).	0.90	585.00
08/30/21	MLW	Exchange emails with S. Johnson re format for monthly fee statements.	0.10	32.50
Total Services			24.70	\$14,875.50

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JWW Joshua W. Wolfshohl	Partner	6.40	795.00	5,088.00
MSJ M. Shane Johnson	Partner	3.20	650.00	2,080.00
MNY Megan N. Young-John	Associate	14.00	525.00	7,350.00
MLW Mitzie L. Webb	Paralegal	1.10	325.00	357.50
Total Disbursements				\$0.00
Total This Invoice				\$14,875.50

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Inv#	525879
Date	09/07/21
	017125-0010
	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Financing/Cash Collateral

Invoice Summary

Professional Services	\$9,713.00
Disbursements	0.00
<hr/>	
Total Current Invoice	\$9,713.00
TOTAL AMOUNT DUE	<u>\$9,713.00</u>
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 Date 09/07/21
 017125-0010
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/11/21	MSJ	Correspondence with J. Wolfshohl regarding DIP budget.	0.20	130.00
08/23/21	MSJ	Review and provide comments on draft interim DIP order (4.7); review comments to same from Committee (.3).	5.00	3,250.00
08/23/21	JWW	Review DIP order and emails with E. Guffy and PH team regarding same (.5); review UCC comments (.3).	0.80	636.00
08/24/21	MNY	Call with L. Guffy regarding DIP and milestones.	1.00	525.00
08/24/21	MSJ	Correspondence with Porter Hedges team regarding Committee's DIP comments (.7); telephone conference with Locke Lord regarding same (1.0); review revised DIP order markup from E. Guffy and e-mail E. Guffy regarding same (.8).	2.50	1,625.00
08/24/21	JWW	Review and provide comments to DIP order (.3); conference with co-counsel regarding same and other open issues in case (1.0); further review of final comments to DIP order and emails regarding same (.3).	1.60	1,272.00
08/27/21	MSJ	Review and provide comments to Locke Lord on revised draft interim DIP order from Morgan Lewis.	1.40	910.00
08/30/21	MSJ	Review draft DIP milestones and correspondence with E. Guffy regarding same.	0.20	130.00
08/31/21	MSJ	Review emergency motion to modify DIP maturity date (.2); review draft DIP motion and e-mail comments to Locke Lord (1.1); review filed version of interim DIP order and budget (.6).	1.90	1,235.00
Total Services			14.60	\$9,713.00

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 Date 09/07/21
 017125-0010
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Timekeeper Summary**Attorney/Legal Assistant**

JWW Joshua W. Wolfshohl
 MSJ M. Shane Johnson
 MNY Megan N. Young-John

<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Partner	2.40	795.00	1,908.00
Partner	11.20	650.00	7,280.00
Associate	1.00	525.00	525.00

Total Disbursements \$0.00

Total This Invoice **\$9,713.00**

PORTER HEDGES LLP

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Page 1
Inv# 525880
Date 09/07/21
017125-0011
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Adversary Proceedings/Litigation

Invoice Summary

Professional Services	\$1,205.00
Disbursements	0.00
Total Current Invoice	\$1,205.00
TOTAL AMOUNT DUE	<u>\$1,205.00</u>

PORTER HEDGES LLP

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Inv#	525880
Date	09/07/21
	017125-0011
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/31/21	MNY	Prepare litigation hold letter for Castleman Entities.	1.80	945.00
08/31/21	MSJ	Review and revise draft litigation hold letter to Castleman entities.	0.40	260.00
Total Services			2.20	\$1,205.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	0.40	650.00	260.00
MNY Megan N. Young-John	Associate	1.80	525.00	945.00
Total Disbursements			\$0.00	
Total This Invoice			\$1,205.00	

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Date 09/07/21
017125-0012
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Meeting and Communications with Creditors

Invoice Summary

Professional Services	\$3,418.50
Disbursements	0.00
Total Current Invoice	\$3,418.50
TOTAL AMOUNT DUE	<u>\$3,418.50</u>

PORTER HEDGES LLP

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For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/11/21	JWW	Review docket and prepare for meeting with E. Guffy and J. Frost-Davies (.3); meet with E. Guffy and PH team (.5); video conference with E. Guffy, J. Frost-Davies and S. Johnson regarding case status and next steps (1.1).	1.90	1,510.50
08/12/21	JWW	Emails regarding 341 meeting issues (.2); attend 341 meeting (.6).	0.80	636.00
08/24/21	JWW	Conference with DIP Lender's counsel regarding open issues in case.	0.50	397.50
08/26/21	JWW	Conference with UCC counsel regarding open issues in case (.6); further discussion with S. Johnson and emails regarding same (.3).	0.90	715.50
08/31/21	JWW	Conference with UCC adviser regarding analysis of transfers.	0.20	159.00
Total Services			4.30	\$3,418.50

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
JWW Joshua W. Wolfshohl	Partner	4.30	795.00	3,418.50

Total Disbursements \$0.00

Total This Invoice **\$3,418.50**

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Date 09/07/21
017125-0015
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Assumption/Rejection of Leases and Contracts

Invoice Summary

Professional Services	\$35,784.50
Disbursements	64.11
Total Current Invoice	\$35,848.61
TOTAL AMOUNT DUE	<u>\$35,848.61</u>

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	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through August 2021, as follows:

Date	Tkpr	Description	Hours	Amount
08/09/21	JWW	Review water treatment and purchase agreements and conference with E. Guffy regarding issues with same.	1.10	874.50
08/10/21	JWW	Review water supply agreements and analyze water facility ownership question and related issues (1.2); emails with E. Guffy regarding same (.1).	1.30	1,033.50
08/16/21	JWW	Correspond with counsel regarding various Victoria midstream agreements (.2); emails with H. Smith regarding issues with agreements and meeting regarding same (.1).	0.30	238.50
08/17/21	MSJ	Review summary of co-tenancy agreements.	0.20	130.00
08/17/21	JWW	Emails with H. Smith regarding assumption/rejection issues (.2); review agreements and summary prepared by Tateswood in preparation for call (.5); conference with H. Smith and S. Johnson regarding several open issues with existing contracts and sale process (1.0); conference with S. Johnson regarding same and next steps (.2); emails regarding meeting to discuss open issues (.1).	2.00	1,590.00
08/18/21	MSJ	Review water and wastewater facilities co-tenancy and common facilities agreement.	1.20	780.00
08/18/21	JWW	Review water supply analysis and emails with M. Young-John regarding same (.4); conference with M. Warner regarding same (.2).	0.60	477.00
08/19/21	MSJ	Draft issues list for Co-Tenancy Agreements (1.2); review water supply agreements and summarize same (2.2).	3.40	2,210.00

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 JOSHUA W. WOLFSHOHL

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Date	Tkpr	Description	Hours	Amount
08/19/21	JWW	Review notes and information regarding various lease/contract issues with Castleman in preparation for meeting (.8); conference with PH team regarding same and steps forward regarding water supply issues (.8); follow-up emails regarding same (.2).	1.80	1,431.00
08/20/21	MNY	Review potential rejection of co-tenancy agreements.	7.00	3,675.00
08/20/21	MSJ	Review Ground Lease Agreement, Sublease Agreement, and midstream agreements and e-mail Porter Hedges team regarding same.	3.00	1,950.00
08/23/21	MSJ	Review Sanchez, Southland Royalty, and Extraction midstream opinions and e-mail J. Wolfshohl and M. Young-John regarding same.	2.30	1,495.00
08/23/21	JWW	Review open contract issues and emails with J. Epstein regarding same.	0.50	397.50
08/24/21	MNY	Research co-tenancy agreement issues.	4.50	2,362.50
08/24/21	MSJ	Telephone conference with M. Young-John regarding co-tenancy agreements (.2); review covenants running with the land language in co-tenancy agreement (.1); telephone conference with J. Epstein regarding Castleman agreements (.3).	0.60	390.00
08/24/21	JWW	Review issues related to Castleman contracts in preparation for call with J. Epstein (.5); conference with J. Epstein and PH team regarding rejection issues and related matters (.3); further emails with PH team regarding analysis (.2).	1.00	795.00
08/25/21	MNY	Research matters relating to co-tenancy agreements and midstream agreements (1.4); prepare for and attend meeting with J. Wolfshohl and S. Johnson regarding same and case updates (.8); attention to coordination of update call with client (.2).	2.40	1,260.00

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 JOSHUA W. WOLFSHOHL

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Date	Tkpr	Description	Hours	Amount
08/25/21	MSJ	Prepare for and attend meeting with Porter Hedges team regarding Castleman agreements (1.1); review Southland Royalty decision and e-mail J. Wolfshohl and M. Young-John regarding same (1.3).	2.40	1,560.00
08/25/21	JWW	Review analysis regarding various Castleman agreements (.4); conference with PH team regarding strategy (.7); emails with UCC counsel regarding same (.1).	1.20	954.00
08/26/21	MNY	Prepare for and attend call with H. Smith regarding initial analysis of Castleman issues (1.1); follow up call with S. Johnson and J. Wolfshohl (.2); emails to B. Rajabi and D. Martin regarding review of documents and setting up call regarding research questions (.5).	1.80	945.00
08/26/21	MSJ	Telephone conference with M. Warner and J. Pomerantz regarding Castleman agreements (.7); telephone conference with J. Wolfshohl regarding same (.3); correspondence with Committee regarding documents (.2); correspondence with M. Young-John regarding review of agreements (.1).	1.30	845.00
08/26/21	JWW	Conference with E. Guffy regarding open issues with contracts/leases and sale process (.3); prepare for call with H. Smith and team and review agenda items (.3); conference with H. Smith and team regarding open contract/lease issues with Castleman and marketing process (1.1); further call with PH team regarding same (.2).	1.90	1,510.50
08/27/21	MNY	Review data room and circulate requested documents to PH team (1.5); prepare for and attend meeting with B. Rajabi and D. Martin regarding review of documents (.7); correspond with Locke Lord regarding management agreement in schedules (.2).	2.40	1,260.00

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	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
08/27/21	MSJ	E-mail M. Young-John regarding Asset Management Agreement (.1); telephone conference with Porter Hedges team regarding midstream agreements (.6); e-mail Pachulski regarding additional midstream agreements (.1).	0.80	520.00
08/27/21	DCM	Initial review of ground lease and sublease (.7); conference with S. Johnson, B. Rajabi and M. Young-John regarding review of same and potential rejection/assumption issues (.2).	0.90	468.00
08/27/21	BJR	Briefly review midstream/co-tenancy agreements and participate in call with S. Johnson, M. Young-John and D. Martin to discuss background issues.	1.00	650.00
08/27/21	JWW	Review outline of open issues and several emails regarding issues list and next steps with contract/lease review and related matters.	0.50	397.50
08/30/21	MSJ	Review Agilon Energy II Asset Management Agreement (1.2); review facilities agreements and e-mail B. Rajabi regarding same (.7).	1.90	1,235.00
08/30/21	JWW	Conference with UCC counsel regarding open issues (.5); review issues list in preparation for call with H. Smith and team (.3); all hands call regarding open issues (1.0); further call with PH team regarding same and emails regarding follow-up items (.5).	2.30	1,828.50
08/31/21	MNY	Review comments and update same (.3); work on memorandum outline for numerous research projects (.7); review communications regarding Co-Tenancy Agreements and operations questions (.5).	1.50	787.50
08/31/21	BJR	Review and begin summarizing terms of VPP transportation agreements.	1.20	780.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
08/31/21	JWW	Conference with E. Guffy regarding open issues in case (.6); review contract/lease issues (.2); conference with H. Smith regarding issues with AEP (.3); emails with PH team regarding same (.1).	1.20	954.00
Total Services			55.50	\$35,784.50

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BJR Benjamin J. Rajabi	Partner	2.20	650.00	1,430.00
DCM David C. Martin	Partner	0.90	520.00	468.00
JWW Joshua W. Wolfshohl	Partner	15.70	795.00	12,481.50
MSJ M. Shane Johnson	Partner	17.10	650.00	11,115.00
MNY Megan N. Young-John	Associate	19.60	525.00	10,290.00

Disbursements Summary

<u>Description</u>	<u>Value</u>
Computer Assisted Legal Research	64.11
Total Disbursements	\$64.11
Total This Invoice	\$35,848.61

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Inv#	527020
Date	10/08/21
	017125-0001
	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Case Administration

Invoice Summary

Professional Services	\$7,998.00
Disbursements	3,952.55
Total Current Invoice	\$11,950.55
Previous Balance	\$12,810.67
Less Credits	(10,394.57)
Balance Forward	\$2,416.10
TOTAL AMOUNT DUE	<u>\$14,366.65</u>

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	017125-0001
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/03/21	MLW	Finalize and serve Notice of Designation of Owner Representative.	0.40	130.00
09/08/21	MSJ	Review Grant Thornton's information request list and e-mail J. Wolfshohl regarding same (.2); e-mail Porter Hedges team regarding Committee information request list (.1).	0.30	195.00
09/08/21	JWW	Several emails regarding document request from UCC and coordinate same with Grant Thornton (.3); participate in weekly Debtor meeting to discuss case status, operations and open issues (.9); follow-up emails regarding same (.2).	1.40	1,113.00
09/09/21	MSJ	E-mail agenda for Porter Hedges telephone conference regarding case issues (.3); revise Committee information request list (.3); telephone conference with Porter Hedges team regarding case issues (1.0); e-mail M. Young-John regarding additional information requests (.2); telephone conference with J. Epstein regarding Castleman (.5); telephone conference with Porter Hedges team regarding same (.3).	2.60	1,690.00
09/14/21	MSJ	Telephone conference with Grant Thornton regarding Schedules (.7); e-mail Grant Thornton regarding same (.3).	1.00	650.00
09/15/21	EG	Review case docket for upcoming deadlines and hearings.	0.20	50.00
09/16/21	MNY	Meeting with Grant Thornton and Locke Lord regarding account designations.	0.60	315.00
09/16/21	MSJ	Review draft timeline and e-mail M. Young-John regarding same.	0.20	130.00
09/20/21	EG	Review entered order to supplement access to confidential information along with docket updates.	0.20	50.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/20/21	MSJ	Email and telephone conferences with R. Belsome regarding Schedules and bank accounts.	0.40	260.00
09/20/21	JWW	Conference with E. Guffy regarding status of case and next steps with sale and related issues.	0.90	715.50
09/21/21	MNY	Attention to case calendar for deadlines, hearings and additional updates.	0.30	157.50
09/22/21	EG	Attention to docketing of operating reports, exclusivity period, DIP and bid procedure related deadlines (.2); review case docket for upcoming deadlines (.2); emails with M. Webb regarding file organization (.1).	0.50	125.00
09/22/21	JMT	Search online records in Victoria County, TX for confirmation of recordation of specific documents; confer with M. Young-John regarding same.	0.80	232.00
09/22/21	JWW	Weekly call with Debtor, GT and Locke Lord regarding case status and open issues.	0.70	556.50
09/23/21	MNY	Attend call with UCC counsel.	0.40	210.00
09/23/21	JMT	Retrieve recorded documents from Victoria County.	0.70	203.00
09/23/21	MLW	Gather docket for various state court cases per S. Johnson's request and pull various pleadings.	0.80	260.00
09/24/21	MLW	Continue gathering various state court pleadings in Castleman Power vs Fluor lawsuit per S. Johnson's request.	1.70	552.50
09/30/21	KMD	Manage user access and permissions for FTP site.	0.30	78.00
09/30/21	MLW	Review and gather documents on docket re Fluor Enterprises vs Castleman (Victoria County) for entry of agreed order to abate (.5); prepare Castleman's information document production for uploading to FTP for Locke Lord and Pachulski Stang (.5).	1.00	325.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Total Services	15.40	\$7,998.00
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Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
JWW Joshua W. Wolfshohl	Partner	3.00	795.00	2,385.00
MSJ M. Shane Johnson	Partner	4.50	650.00	2,925.00
MNY Megan N. Young-John	Associate	1.30	525.00	682.50
EG Eliana Garfias	Paralegal	0.90	250.00	225.00
JMT Janice M. Thomas	Paralegal	1.50	290.00	435.00
KMD Kristen M. Dvorak	Paralegal	0.30	260.00	78.00
MLW Mitzie L. Webb	Paralegal	3.90	325.00	1,267.50

Disbursements Summary

Description	Value
Computer Assisted Legal Research	3,815.08
Long Distance	36.18
Postage	14.66
Reproduction	1.35
Service Fee	85.28
Total Disbursements	\$3,952.55

Total This Invoice	\$11,950.55
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Balance Forward	2,416.10
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Total Amount Due	<u>\$14,366.65</u>
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Date	10/08/21
	017125-0003
	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Asset Disposition

Invoice Summary

Professional Services	\$2,535.00
Disbursements	0.00
<hr/>	
Total Current Invoice	\$2,535.00
Previous Balance	\$195.00
Less Credits	(156.00)
<hr/>	
Balance Forward	\$39.00
 TOTAL AMOUNT DUE	 <u>\$2,574.00</u>

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Date	10/08/21
	017125-0003
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/15/21	MSJ	Telephone conference with ERM and H. Smith regarding CIM for sales process.	0.40	260.00
09/21/21	MSJ	Review summary of Debtors' agreements for CIM and e-mail comments to C. Orchant (.4); correspondence with E. Guffy and H. Smith regarding same (.3).	0.70	455.00
09/22/21	MSJ	E-mail Porter Hedges team regarding sale timeline.	0.20	130.00
09/27/21	MSJ	Review draft presentation on Victoria Midstream and e-mail comments to Porter Hedges team.	0.50	325.00
09/29/21	MSJ	Review revised version of Victoria Midstream deck (.2); telephone conference with H. Smith regarding same (.5); discuss same with J. Wolfshohl (.3).	1.00	650.00
09/30/21	BJR	Prepare draft diligence request list for Victoria Midstream assets.	1.10	715.00
Total Services			3.90	\$2,535.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
BJR Benjamin J. Rajabi	Partner	1.10	650.00	715.00
MSJ M. Shane Johnson	Partner	2.80	650.00	1,820.00
Total Disbursements				\$0.00

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Total This Invoice	\$2,535.00
Balance Forward	39.00
Total Amount Due	<u>\$2,574.00</u>

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	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Business Operations

Invoice Summary

Professional Services	\$3,315.00
Disbursements	0.00
<hr/>	
Total Current Invoice	\$3,315.00
Previous Balance	\$195.00
Less Credits	(156.00)
<hr/>	
Balance Forward	\$39.00
 TOTAL AMOUNT DUE	 <u>\$3,354.00</u>

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	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/01/21	MSJ	Review Co-Tenancy Agreements and e-mail J. Wolfshohl and M. Young-John regarding operation of Victoria Port Power facility (1.1); initial review of ancillary interconnection agreements (.7); telephone conference with J. Wolfshohl and M. Young-John regarding same (.4); e-mail agenda for telephone conference with VPPII's counsel to J. Wolfshohl and M. Young-John (.2); telephone conference with Bracewell regarding same (.5).	2.90	1,885.00
09/02/21	MSJ	Review and provide comments on draft notice appointing owner representative.	0.30	195.00
09/15/21	MSJ	Review executed version of Cooperation Agreement.	0.60	390.00
09/16/21	MSJ	Telephone conference with Grant Thornton and Locke Lord regarding bank accounts.	0.50	325.00
09/30/21	MSJ	Review Leidos Engineer's Report and e-mail Porter Hedges team regarding same.	0.80	520.00
Total Services			5.10	\$3,315.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	5.10	650.00	3,315.00
Total Disbursements				\$0.00

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Total This Invoice	\$3,315.00
Balance Forward	39.00
Total Amount Due	<u>\$3,354.00</u>

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	017125-0008
	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Fee/Employment Applications

Invoice Summary

Professional Services	\$2,224.00
Disbursements	0.00
<hr/>	
Total Current Invoice	\$2,224.00
Previous Balance	\$14,875.50
Less Credits	(11,900.40)
<hr/>	
Balance Forward	\$2,975.10
 TOTAL AMOUNT DUE	 <u>\$5,199.10</u>

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	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/01/21	MSJ	Review comments to Porter Hedges' retention application and e-mail J. Wolfshohl regarding same.	0.20	130.00
09/07/21	MSJ	Review and revise invoices for monthly fee statement.	0.30	195.00
09/08/21	MNY	Update proposed order with UST language and circulate to M. Webb for CNO and redline (.2); coordinate regarding fee statement (.1).	0.30	157.50
09/08/21	EG	Emails regarding monthly fee statement (.2); receive and review monthly fee statements in support of same (.3); begin drafting and formatting fee statement (.6).	1.10	275.00
09/08/21	JWW	Emails regarding PH retention issues.	0.20	159.00
09/09/21	MNY	Attention to filing of CNO.	0.10	52.50
09/09/21	EG	Continue drafting monthly fee statements (1.3); circulate for approval (.2).	1.50	375.00
09/09/21	MLW	Draft CNO for Porter Hedges Retention and prepare redline for changes in proposed order (.3); file CNO and forward copy to Court Case Manager (.2).	0.50	162.50
09/09/21	MSJ	Review and revise first monthly fee statement.	0.30	195.00
09/10/21	EG	Follow up emails with M. Webb regarding PH monthly fee statement (.2); call with M. Webb regarding billing rates (.3); revise statement and supporting exhibits (.6); circulate for approval (.1); finalize and electronically file with court (.2); electronically serve same (.1).	1.50	375.00
09/10/21	MLW	Run redline of original revised proposed Order and prepare CNO on PH's retention application.	0.30	97.50

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 017125-0008
 JOSHUA W. WOLFHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/13/21	EG	Coordinate of deadlines relating to PH's monthly fee statement.	0.20	50.00
Total Services			6.50	\$2,224.00

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JWW Joshua W. Wolfshohl	Partner	0.20	795.00	159.00
MSJ M. Shane Johnson	Partner	0.80	650.00	520.00
MNY Megan N. Young-John	Associate	0.40	525.00	210.00
EG Eliana Garfias	Paralegal	4.30	250.00	1,075.00
MLW Mitzie L. Webb	Paralegal	0.80	325.00	260.00

Total Disbursements	\$0.00
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Total This Invoice	\$2,224.00
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Balance Forward	2,975.10
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Total Amount Due	\$5,199.10
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	017125-0010
	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Financing/Cash Collateral

Invoice Summary

Professional Services	\$195.00
Disbursements	0.00
<hr/>	
Total Current Invoice	\$195.00
Previous Balance	\$9,713.00
Less Credits	(7,770.40)
<hr/>	
Balance Forward	\$1,942.60
 TOTAL AMOUNT DUE	 <u>\$2,137.60</u>

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 Inv# 527026
 Date 10/08/21
 017125-0010
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/01/21	MSJ	Review second H. Smith declaration in support of DIP.	0.30	195.00
Total Services			0.30	\$195.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	0.30	650.00	195.00
Total Disbursements			\$0.00	
Total This Invoice			\$195.00	
Balance Forward			1,942.60	
Total Amount Due			<u>\$2,137.60</u>	

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Date	10/08/21
	017125-0011
	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Adversary Proceedings/Litigation

Invoice Summary

Professional Services	\$2,145.00
Disbursements	0.00
<hr/>	
Total Current Invoice	\$2,145.00
Previous Balance	\$1,205.00
Less Credits	(964.00)
<hr/>	
Balance Forward	\$241.00
 TOTAL AMOUNT DUE	 <u>\$2,386.00</u>

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	017125-0011
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/10/21	MSJ	Review draft information and document requests to Castleman and e-mail M. Young-John multiple rounds of comments on same (.9); review revised version from J. Wolfshohl (.2).	1.10	715.00
09/13/21	MSJ	Review comments to Castleman document requests from E. Guffy and e-mail Porter Hedges team regarding same (.2); e-mail M. Young-John regarding same (.1).	0.30	195.00
09/14/21	MSJ	Review comments to Castleman document requests from Committee and e-mail J. Wolfshohl and M. Young-John regarding same (.3); telephone conference with J. Wolfshohl regarding same (.3).	0.60	390.00
09/15/21	MSJ	Review revised document request list to Castleman and e-mail M. Young-John regarding same.	0.20	130.00
09/17/21	MSJ	Review comments to Castleman document request list and e-mail M. Young-John regarding same.	0.20	130.00
09/29/21	MSJ	Correspondence with J. Wolfshohl and M. Young-John regarding documents produced by Castleman.	0.30	195.00
09/30/21	MSJ	E-mail H. Smith regarding Fluor litigation.	0.60	390.00
Total Services			3.30	\$2,145.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	3.30	650.00	2,145.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Total Disbursements	\$0.00
Total This Invoice	\$2,145.00
Balance Forward	241.00
Total Amount Due	<u>\$2,386.00</u>

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Date	10/08/21
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	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Meeting and Communications with Creditors

Invoice Summary

Professional Services	\$6,706.50
Disbursements	0.00
<hr/>	
Total Current Invoice	\$6,706.50
Previous Balance	\$3,418.50
Less Credits	(2,734.80)
<hr/>	
Balance Forward	\$683.70
 TOTAL AMOUNT DUE	 <u>\$7,390.20</u>

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 017125-0012
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/02/21	JWW	Conference with UCC counsel regarding open case issues (.5); further emails and communications regarding same and next steps with J. Epstein and others (.8).	1.30	1,033.50
09/03/21	JWW	Several emails and phone conference regarding next steps with VPPII diligence and discussions among business people.	0.50	397.50
09/09/21	JWW	Meet with PH team regarding open issues and preparation for further discussions UCC, Castleman and VPPII (.9); analyze various agreements and open issues in further preparation for discussions with UCC and Castleman's counsel (.9); conference with UCC professionals (.6); conference with E. Guffy regarding same and information requests (.9); conference with J. Epstein regarding open information request (.6); further call with PH team regarding same (.3).	4.20	3,339.00
09/16/21	JWW	Emails with PH team regarding document request to J. Epstein and follow-up on several other open issues in case.	0.50	397.50
09/20/21	MSJ	Telephone conference with Morgan Lewis regarding case issues (.7); telephone conference with J. Wolfshohl regarding same (.2).	0.90	585.00
09/30/21	JWW	Weekly call with UCC professionals (.7); several follow-up emails and review information from J. Epstein regarding information request (.5).	1.20	954.00
Total Services			8.60	\$6,706.50

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JWW Joshua W. Wolfshohl	Partner	7.70	795.00	6,121.50
MSJ M. Shane Johnson	Partner	0.90	650.00	585.00
Total Disbursements				\$0.00
Total This Invoice				\$6,706.50
Balance Forward				683.70
Total Amount Due				<u>\$7,390.20</u>

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	JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Assumption/Rejection of Leases and Contracts

Invoice Summary

Professional Services	\$81,892.00
Disbursements	380.52
<hr/>	
Total Current Invoice	\$82,272.52
Previous Balance	\$35,848.61
Less Credits	(28,691.71)
<hr/>	
Balance Forward	\$7,156.90
 TOTAL AMOUNT DUE	 <u>\$89,429.42</u>

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 Date 10/08/21
 017125-0015
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/01/21	MNY	Research of co-tenancy issues (6.7); call with S. Johnson and J. Wolfshohl regarding AEP Interconnection questions (.5); prepare for and attend introductory call with T. Wood regarding Rockland and VPPII (1.0); prepare notice of designation of owner representative and circulate to PH team (1.0).	9.20	4,830.00
09/01/21	BJR	Continue reviewing and summarizing Agilon transportation agreements.	1.00	650.00
09/01/21	JWW	Conference with PH team regarding issues with VPPII (.4); review open issues prior to call (.3); conference with VPPII's counsel (.5); follow-up emails with H. Smith regarding same (.3).	1.50	1,192.50
09/02/21	MNY	Update and send draft notification of owner representative designation to H. Smith for approval.	0.20	105.00
09/02/21	MSJ	Review research regarding Castleman agreements and e-mail comments to M. Young-John.	2.10	1,365.00
09/02/21	BJR	Begin reviewing terms of Agilon Co-Tenancy Agreements.	0.50	325.00
09/02/21	JWW	Emails regarding issues related to designating H. Smith as Debtor representative for co-tenancy arrangement and review of draft notice regarding same.	0.30	238.50
09/03/21	MNY	Send update regarding designation letter to H. Smith (.1); coordinate mailing and email of designation letter to notice parties (.3); finalize and send litigation hold letter to J. Epstein for Castleman entities (.2).	0.60	315.00
09/03/21	DCM	Conference with M. Young-John regarding potential partition of common facilities.	0.50	260.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/07/21	MNY	Attention to emails from S. Johnson and J. Wolfshohl regarding case update (.4); correspond with PH team regarding check in meeting and setup (.2).	0.60	315.00
09/07/21	MSJ	Review Southland Royalty complaint and scheduling orders in midstream rejection adversary proceedings (1.3); e-mail Porter Hedges team regarding same (.2); review e-mail from Conway regarding Castleman agreements (.1); review and revise Porter Hedges to do list (.3).	1.90	1,235.00
09/07/21	BJR	Review co-tenancy agreements, TGP transportation agreement and KM Tejas interconnection agreement and continue preparing summaries of all midstream agreements.	2.80	1,820.00
09/07/21	JWW	Conferences with H. Smith regarding Rockland meeting and open issues with various contracts and leases (.4); emails with PH team regarding same and open issues (.2).	0.60	477.00
09/08/21	MSJ	Begin drafting outline of arguments to rejection co-tenancy agreements (2.7); research in support of same (4.2).	6.90	4,485.00
09/08/21	BJR	Finalize summary of midstream agreements (.5); briefly review case law with analysis on rejection of midstream contracts (.3).	0.80	520.00
09/08/21	JWW	Review agenda and items requested by Grant Thornton and prepare for call with J. Epstein (.4); emails regarding moving call and related issues (.1).	0.50	397.50

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/09/21	MNY	Review updates and emails from PH team ahead of meeting (.5); prepare for and attend regroup meeting with PH team (1.0); review document requests from UCC (.8); prepare for and attend UCC meeting (.7); prepare case timeline (1.0); prepare organizational chart with Castleman entities (3.0); prepare for and attend meeting with J. Epstein for Castleman entities (.6). prepare draft of information requests for Castleman entities (1.0).	8.60	4,515.00
09/09/21	MSJ	Finalize draft outline regarding potential rejection of Co-Tenancy Agreements (2.1); e-mail J. Epstein regarding Co-Tenancy Agreements (.2).	2.30	1,495.00
09/09/21	DCM	Review lease and sublease for Victoria City Power LLC and Victoria Port Power LLC (1.9); prepare for and participate in conference with S. Johnson, J. Wolfshohl, M. Young-John and B. Rajabi to discuss same and other contract/lease enforcement and rejection issues (1.0).	2.90	1,508.00
09/09/21	BJR	Participate in call with PH team to discuss Agilon updates, leases, midstream agreements and rejection questions.	1.00	650.00
09/10/21	MNY	Review comments and update informal requests for information to Castleman entities (2.7); attention to feedback and incorporating final comments regarding same (1.0).	3.70	1,942.50
09/10/21	MSJ	Review draft of Cooperation Agreement and e-mail J. Wolfshohl regarding same (.5); e-mail J. Frost-Davies regarding same (.1).	0.60	390.00
09/10/21	JWW	Work on document and information request and emails with Debtor team regarding same (.4); conference with E. Guffy regarding same (.8); further review request and circulate same to Debtor team (.3).	1.50	1,192.50

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	JOSHUA W. WOLFSHOHL

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Date	Tkpr	Description	Hours	Amount
09/13/21	MNY	Review numerous emails regarding SOFA summary status (.2); review numerous emails regarding Castleman requests (.2); update and circulate Castleman requests to PH team and UCC counsel (.7).	1.10	577.50
09/13/21	MSJ	Review summary of Castleman agreements/issues list and e-mail M. Young-John regarding same (1.4); correspondence with D. Martin regarding Debtors' real estate taxes (.2).	1.60	1,040.00
09/13/21	DCM	Correspondence with S. Johnson, et al., regarding ad valorem tax responsibility under leases; review leases and appraisal district records regarding same.	0.60	312.00
09/13/21	JWW	Work on issues regarding Castleman related contracts and memo regarding same (.8); emails regarding information request to Castleman and review same (.3).	1.10	874.50
09/14/21	MNY	Review comments to Castleman document requests from UCC counsel.	0.30	157.50
09/14/21	MSJ	Analyze potential rejection scenarios for land leases and e-mail Porter Hedges team regarding same.	0.70	455.00
09/14/21	JWW	Conference with E. Guffy regarding open issues (.3); emails regarding same (.2).	0.50	397.50
09/15/21	MNY	Review UCC comments and update informal document request letter to Castleman entities (1.2); work on timeline and communicate with B. Rajabi regarding same (2.2); circulate updated informal document request letter to ERM for comments (.2); prepare memorandum analyzing Castleman Agreements and strategy (3.4).	7.00	3,675.00
09/15/21	BJR	Review separate versions of VPP transport agreement with VM and email with PH team on same.	0.50	325.00

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 017125-0015
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/15/21	JWW	Review midstream and co-tenancy issues in preparation for call with investment banker and Debtor (.3); conference call regarding same (.4); further call with company discussion open issues (.8); emails regarding same (.2).	1.70	1,351.50
09/16/21	MNY	Continue preparing memorandum analyzing issues relating to Castleman agreements.	6.70	3,517.50
09/17/21	MNY	Review docket and documents regarding subdebt and update timeline (1.0); continue preparing memo regarding rejection and sale issues (2.7); update document request list with ERM comments and prepare to send to J. Epstein (.5).	4.20	2,205.00
09/17/21	JWW	Emails regarding status of informal document request and emails with lender's counsel regarding Victoria Midstream.	0.50	397.50
09/20/21	MNY	Update timeline with comments from J. Wolfshohl and recirculate (.3); attention to questions regarding document production from UCC (.1); continue preparing memo analyzing castleman agreements and related issues (6.2); call with UCC counsel (.8).	7.40	3,885.00
09/21/21	MNY	Prepare analysis for memo reviewing Castleman agreements (7.0); review and provide comments to ERM CIM (.2); coordinate property search for certain agreements in Victoria County (.4).	7.60	3,990.00
09/22/21	MNY	Continue preparing memo regarding Castleman agreements and circulate to S. Johnson and J. Wolfshohl (6.5); attend call with H. Smith regarding updates for Castleman Agreements and documents (1.6); follow up with S. Johnson and J. Wolfshohl regarding same (.5).	8.60	4,515.00

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	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/22/21	MSJ	Telephone conference with H. Smith regarding issues with Midstream and Land lease agreements (1.4); telephone conferences with J. Wolfshohl and M. Young-John regarding same (.5).	1.90	1,235.00
09/22/21	JWW	Extended conference with H. Smith and team regarding options for Victoria Midstream, ground lease and other Castleman issues (1.5); follow-up call with PH team regarding next steps (.2); emails regarding same (.1).	1.80	1,431.00
09/23/21	MNY	Review property search results and determine documents to pull (.3); review comments to memo and coordinate with S. Johnson regarding same (1.5); incorporate comments to memo and send draft to B. Rajabi for review of covenant running with land analysis (.4); begin researching issues based on comment to memo from S. Johnson (2.0).	4.20	2,205.00
09/23/21	MSJ	Review and revise memorandum regarding treatment of Castleman agreements in bankruptcy (3.1); telephone conference with M. Young-John regarding same (.2).	3.30	2,145.00
09/24/21	JWW	Emails with H. Smith and E. Guffy regarding presentation to lender/UCC.	0.30	238.50
09/27/21	MNY	Review and respond to powerpoint from H. Smith regarding Castleman agreement impacts on sale process and comments from S. Johnson (.3); send word version of document request letter to J. Epstein (.1); review comments from B. Rajabi to Castleman Agreement memo and incorporate same into memo (1.0); update memo based on comments from S. Johnson (4.6).	6.00	3,150.00
09/27/21	BJR	Review and comment on draft memo related to rejection of Co-Tenancy Agreements and midstream agreements as executory contracts.	1.20	780.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/28/21	MNY	Continue updating and supplementing memorandum addressing Castleman entity agreements (6.1); prepare communication to H. Smith with feedback for powerpoint presentation points (.4).	6.50	3,412.50
09/28/21	JWW	Review comments to slides for midstream and co-tenancy discussion and circulate same to H. Smith and follow-up emails regarding strategy for next steps.	0.30	238.50
09/29/21	MNY	Prepare for and attend call with H. Smith regarding Midstream consideration process (.8); call with J. Epstein regarding production of documents (.1); correspondence with J. Wolfshol and S. Johnson regarding document production (.2); review documents received from Castleman entities for gas compressor information and circulate to PH team (1.2); call with S. Johnson regarding remaining memo issues and update memo accordingly (.9); call with S. Johnson and coordinate with B. Rajabi regarding Midstream Assets document request list (.4).	3.60	1,890.00
09/29/21	MSJ	Review and revise memorandum regarding rejection of Castleman Agreements (1.8); telephone conference with M. Young-John regarding same (.2); review GE turbine motion (.2).	2.20	1,430.00
09/29/21	BJR	Review powerpoint on potential midstream options for buyers and email on same with M. Young-John and S. Johnson.	0.50	325.00
09/29/21	JWW	Conference with Debtor team regarding next steps with midstream, co-tenancy and land lease issues and further meeting with S. Johnson regarding same (.9); weekly call with Debtor and professionals regarding case status (.9); emails with PH team regarding revisions to slides for lender presentation (.2).	2.00	1,590.00

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 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/30/21	MNY	Review documents received from Castleman and compare with requests to determine outstanding requests (6.0); coordinate provision of Castleman documents to UCC counsel and Locke Lord with M. Webb (.2); attend weekly call with UCC counsel (.7); review Locke Lord comments to memo and respond to S. Johnson regarding same (.2).	7.10	3,727.50
09/30/21	MSJ	Review comments from E. Guffy regarding rejection memorandum and e-mail Porter Hedges team regarding same.	0.30	195.00
Total Services			141.90	\$81,892.00

Timekeeper Summary

<u>Attorney/Legal Assistant</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BJR Benjamin J. Rajabi	Partner	8.30	650.00	5,395.00
DCM David C. Martin	Partner	4.00	520.00	2,080.00
JWW Joshua W. Wolfshohl	Partner	12.60	795.00	10,017.00
MSJ M. Shane Johnson	Partner	23.80	650.00	15,470.00
MNY Megan N. Young-John	Associate	93.20	525.00	48,930.00

Disbursements Summary

Description	Value
Computer Assisted Legal Research	380.52
Total Disbursements	\$380.52

Total This Invoice	\$82,272.52
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Balance Forward	7,156.90
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Total Amount Due	<u>\$89,429.42</u>
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JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Avoidance Actions Analysis

Invoice Summary

Professional Services	\$1,741.50
Disbursements	0.00
Total Current Invoice	\$1,741.50
TOTAL AMOUNT DUE	<u>\$1,741.50</u>

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A REGISTERED LIMITED LIABILITY PARTNERSHIP

DEPT. 510
P.O. BOX 4346
HOUSTON, TEXAS 77210-4346

TELEPHONE (713) 226-6000
TELECOPIER (713) 228-1331

Page	2
Inv#	527031
Date	10/08/21
	017125-0016
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/13/21	MSJ	E-mail J. Wolfshohl and M. Young-John regarding Committee's analysis of insider payments (.2); draft issues list for discussion with Grant Thornton regarding SOFAs (.2).	0.40	260.00
09/14/21	JWW	Review transfer information for Castleman entities (.4); conference with GT regarding analysis of same (.8); emails and conference with UCC counsel regarding document request and further conferences with S. Johnson regarding same (.5).	1.70	1,351.50
09/23/21	MSJ	E-mail Porter Hedges team regarding potential preferences.	0.20	130.00
Total Services			2.30	\$1,741.50

Timekeeper Summary

<u>Attorney/Legal Assistant</u>		Title	Hours	Rate	Amount
JWW	Joshua W. Wolfshohl	Partner	1.70	795.00	1,351.50
MSJ	M. Shane Johnson	Partner	0.60	650.00	390.00
Total Disbursements					\$0.00
Total This Invoice					\$1,741.50

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Inv# 527024
Date 10/08/21
017125-0006
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Claims Administration and Objections

Invoice Summary

Professional Services	\$10,230.00
Disbursements	0.00
Total Current Invoice	\$10,230.00
TOTAL AMOUNT DUE	<u>\$10,230.00</u>

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Inv#	527024
Date	10/08/21
	017125-0006
	JOSHUA W. WOLFHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/02/21	EG	Review claims notice and update case calendar relating to same.	0.20	50.00
09/09/21	MSJ	Review calculation of amounts owed by Debtors to Castleman entities from Grant Thornton (.4); review list of Castleman entities claims in Schedules and e-mail J. Wolfshohl regarding same (.5).	0.90	585.00
09/13/21	BLR	Begin research regarding price in contracts between affiliates controlled by the same person.	1.10	506.00
09/13/21	MSJ	Review Castleman entities' claims in Schedules and e-mail Porter Hedges team chart of potential defenses to claims.	2.20	1,430.00
09/14/21	BLR	Research regarding price in contracts between affiliates controlled by the same person.	1.50	690.00
09/16/21	BLR	Research regarding price in contracts between affiliates controlled by the same person.	1.40	644.00
09/17/21	BLR	Research regarding price in contracts between affiliates controlled by the same person.	0.60	276.00
09/19/21	BLR	Research regarding price in contracts between affiliates controlled by the same person.	2.40	1,104.00
09/20/21	BLR	Research regarding price in contracts between affiliates controlled by the same person.	3.30	1,518.00
09/23/21	MSJ	Correspondence with M. Webb regarding Castleman Power and Fluor litigation.	0.30	195.00
09/27/21	BLR	Emails and call with S. Johnson regarding research on price on affiliate transactions (.3); research same (1.1).	1.40	644.00

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 017125-0006
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TAX ID# 74-2174193

Date	Tkpr	Description	Hours	Amount
09/27/21	MSJ	Review complaint by Fluor and MSA with Castleman Power Development (1.7); correspondence with Grant Thornton regarding same (.3).	2.00	1,300.00
09/28/21	BLR	Research regarding related party transactions.	2.30	1,058.00
09/29/21	BLR	Email S. Johnson regarding related party transactions.	0.50	230.00
Total Services			20.10	\$10,230.00

Timekeeper Summary

<u>Attorney/Legal Assistant</u>		<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
MSJ	M. Shane Johnson	Partner	5.40	650.00	3,510.00
BLR	Bryan L. Rochelle	Associate	14.50	460.00	6,670.00
EG	Eliana Garfias	Paralegal	0.20	250.00	50.00
Total Disbursements					\$0.00
Total This Invoice					\$10,230.00

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Inv# 527021
Date 10/08/21
017125-0002
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Committee Meetings/Communications

Invoice Summary

Professional Services	\$1,430.00
Disbursements	1.60
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Total Current Invoice	\$1,431.60
 TOTAL AMOUNT DUE	 <u>\$1,431.60</u>

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 Date 10/08/21
 017125-0002
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/02/21	MSJ	Telephone conference with Pachulski regarding case issues.	0.50	325.00
09/20/21	MSJ	Telephone conference with Pachulski regarding case issues.	0.60	390.00
09/23/21	MSJ	Telephone conference with Pachulski regarding case issues.	0.40	260.00
09/30/21	MSJ	Telephone conference with Pachulski regarding case issues.	0.70	455.00
Total Services			2.20	\$1,430.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	2.20	650.00	1,430.00

Disbursements Summary

Description	Value
Computer Assisted Legal Research	1.60
Total Disbursements	\$1.60

Total This Invoice	\$1,431.60
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Inv# 527032
Date 10/08/21
017125-0017
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Hearings

Invoice Summary

Professional Services	\$1,305.00
Disbursements	0.00
Total Current Invoice	\$1,305.00
TOTAL AMOUNT DUE	<u>\$1,305.00</u>

PORTER HEDGES LLP

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Inv#	527032
Date	10/08/21
	017125-0017
	JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/02/21	MNY	Prepare for and attend DIP hearing.	1.00	525.00
09/02/21	MSJ	Attend hearing on interim DIP.	0.90	585.00
09/21/21	MSJ	Attend final hearing on DIP.	0.30	195.00
Total Services			2.20	\$1,305.00

Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
MSJ M. Shane Johnson	Partner	1.20	650.00	780.00
MNY Megan N. Young-John	Associate	1.00	525.00	525.00

Total Disbursements	\$0.00
Total This Invoice	\$1,305.00

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Inv# 527029
Date 10/08/21
017125-0013
JOSHUA W. WOLFSHOHL

AGILON ENERGY HOLDINGS II, LLC, VICTORIA PORT POWER, LLC, AND
VICTORIA CITY POWER, LLC
ATTN: HUGH SMITH

TAX ID# 74-2174193

Plan and Disclosure Statement

Invoice Summary

Professional Services	\$954.00
Disbursements	0.00
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Total Current Invoice	\$954.00
 TOTAL AMOUNT DUE	 \$954.00
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 Date 10/08/21
 017125-0013
 JOSHUA W. WOLFSHOHL

TAX ID# 74-2174193

For professional services rendered and related expenses incurred in the above-referenced matter through September 2021, as follows:

Date	Tkpr	Description	Hours	Amount
09/27/21	JWW	Emails and conference with E. Guffy and PH team regarding sale strategy and open issues with Castleman.	1.20	954.00

Total Services	1.20	\$954.00
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Timekeeper Summary

Attorney/Legal Assistant	Title	Hours	Rate	Amount
JWW Joshua W. Wolfshohl	Partner	1.20	795.00	954.00

Total Disbursements	\$0.00
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Total This Invoice	\$954.00
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